

CONSTITUTION

AND

BY-LAWS



MONCTON NORTHEAST

CONSTRUCTION ASSOCIATION INC.

February 2013

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CONSTITUTION AND BY-LAWS OF THE MONCTON NORTHEAST CONSTRUCTION ASSOCIATION INC.

CONSTITUTION

SECTION 1 NAME

1.1 The Association will be known as: "THE MONCTON NORTHEAST CONSTRUCTION ASSOCIATION INC."

1.2 The Association because of its affiliation with the Construction Association of New Brunswick and the other integrated construction associations in the Province will also carry on business as the Construction Association of New Brunswick – Moncton Northeast.

SECTION 2 HEAD OFFICE

2.1 The head office of the Association shall be at 297 Collishaw Street, in the City of Moncton, N.B., or at such location as may be determined from time to time by the Board of Directors.

SECTION 3 OBJECTIVES

3.1 To foster and advance the interests of those who are engaged in the Construction Industry.

3.2 To represent the members of the Association in any matters pertaining to the Construction Industry, and where necessary, negotiate and enter into such Labour and other agreements which appear to be in the best interests of the Association and its members.

3.3 To promote suitable and desirable legislation affecting the construction industry and all its branches; to provide liaison with Government for any contemplated legislation by either municipal, provincial or federal authorities insofar as the same may affect the Construction Industry.

3.4 To achieve a closer relationship and a better understanding between the various branches of the industry and to improve and standardize as far as possible the methods of submitting and accepting tenders as between Owner, Architect or Engineer, General Contractor and Sub-Contractor.

3.5 To promote a safe and healthy workplace and to provide opportunities for members to receive training in safety management.

3.6 To disseminate statistics and other information for the use of the members of the Association.

3.7 To provide office and other facilities and services required to meet the needs of the members insofar as Association finances permit.

3.8 To do all things as may directly or indirectly seem to be incidental, conducive, convenient or proper for the accomplishment of the purposes or the attainment of the objectives of the Association, or expedient for the protection or benefit of the members.

SECTION 4 MEMBERSHIP

4.1 Membership in the Association shall be of TWO CLASSES; ACTIVE, or HONOURARY LIFE.

4.1.1 ACTIVE MEMBER: Any individual, firm, or corporation may be eligible to become an active member provided they or it are engaged in any branch of the building or construction industry.

4.1.2 HONOURARY/LIFE MEMBER: This class of membership shall be reserved to those individuals who may from time to time be recommended for such classification by the Board of Directors and passed by a General meeting of the Association. They shall be persons who, in the opinion of the Board of Directors, are entitled to such classification by reason of long or outstanding services to the Association or the Construction Industry.

SECTION 5 SECTIONS

5.1 Active Membership in the Association shall be divided into four sections as follows: General Contractors Section, Trade Contractors Section, Manufacturers and Suppliers Section, and Associate Section.

5.1.1 General Contractors Section: Shall include all Contractors who contract for the construction of an entire building or project rather than just a portion of the work. The general contractor hires subcontractors (e.g. plumbing, electrical, etc.), co-ordinates all work and is responsible for payment to subcontractors..

5.1.2 Trade Contractors Section: Shall include all contractors usually known as Trade Contractors, or Sub-Contractors, who confine their activities to one or more trades without sub-letting the same. If deemed advisable, the separate trades composing this group may be divided into and may attain their own individual section for the purpose of more effectively dealing with the problems peculiar to their own particular trade.

5.1.3 Manufacturers and Suppliers Section: Shall include all those firms or individuals having contact with the construction industry, not coming within the scope of General Contractors or Trade Contractors, and may be divided into two Divisions, (i) Manufacturers and/or Agents and (ii) Material and Supply Companies or individuals.

5.1.4 Associate Section: Shall include any Corporation, Firm or individual, not eligible for General Contractor, Trade Contractor, or Manufacturer and Supplier Sections, but whose business relates to the construction industry in some other capacity such as Design Consultants, Quantity Surveying, Specification Writing, Bonding Companies, General Insurance, Financial, Legal, Management, Property Development, Trade Journals, and the like.

5.1.4.1 Associate membership excludes, voting privileges, appointments to the Board of Directors, membership in industry sections of the Association, and integrated membership in the Canadian Construction Association.

5.1.4.2 In cases where an application may be eligible by definition for membership in either Regular (General, Trade, Manufacturer/Supplier) or Associate Section, the Regular Section will prevail.

5.1.4.3 Final determination of Membership section of each application for membership rests with the Board of Directors of the Association.

SECTION 6 APPLICATION FOR MEMBERSHIP

6.1 Application for membership shall be made in the following manner:

6.1.1 In writing on the form adopted and provided by the Association to be signed by the applicant and accompanied by the amount of the annual dues in force at the time of the application.

6.1.2 A quorum of the Board of Directors present at a meeting shall be necessary for the acceptance of the application.

SECTION 7 CERTIFICATE OF MEMBERSHIP

7.1 Every duly elected member, upon payment of the prescribed dues, shall receive a Certificate of Membership or some other form of membership recognition for the current year. If a Certificate of Membership is issued it shall be signed by the Chair countersigned by the Secretary-Treasurer. Neither the Certificate, nor Membership in the Association shall be transferable.

SECTION 8 OBLIGATION OF MEMBERSHIP

8.1 All members of the Association shall be subject to and abide by such rules and regulations as may from time to time be established, either by the Association or the Section to which they may belong.

8.2 If the application for membership is accepted, the member agrees to comply with and be governed by the Constitution, By-laws, and Regulations of the Association.

SECTION 9 ADOPTION OF CONSTITUTION AND BY-LAWS

9.1 The Association may adopt By-Laws, and, in such By-Laws may provide the machinery for amendment or repeal of same.

9.2 This Constitution and By-Laws of the Association may be adopted at a General Meeting of the Association duly called and held for the purpose, and when so adopted, the same shall be signed by the Chair and Secretary-Treasurer of the Association, and when so signed shall:

9.2.1 be conclusively deemed to be the Constitution and the By-Laws of the Association.

9.2.2 shall be binding on all members of the Association.

9.3 The Constitution and By-Laws may be amended by a vote of two-thirds majority of the Board of Directors, on condition that such amendment shall not take effect until ratification by the members as per paragraph 9.4 hereinafter.

9.4 All amendments adopted by the Board of Directors must be ratified at the subsequent Annual General Meeting or a Special General Meeting by two-thirds of the members present at the General Meeting.

CONSTITUTION AND BY-LAWS OF THE MONCTON NORTHEAST CONSTRUCTION ASSOCIATION INC.

BY-LAWS

SECTION 1 INTERPRETATION OF TERMS

1.1 In these By-Laws;

1.1.1 The "Association" means the Moncton Northeast Construction Association Inc.

1.1.2 The "Constitution" means the Constitution of the Association.

SECTION 2 BOARD OF DIRECTORS

2.1 The business of the Association shall be conducted and managed by a Board of Directors.

2.2 The Board of Directors shall be composed of the following elected Officers constituted as follows:

- Chair
- First Vice-Chair
- Second Vice-Chair
- Third Vice-Chair
- Past Chair
- Secretary-Treasurer
- Directors to a maximum of nine

2.3 The Association shall also have a President who shall be an employee of the Association. The President shall be a member of the Executive Committee and the Board of Directors; however he/she will not have voting privileges.

2.4 The immediate Past Chair shall be a member of the Board of Directors with all voting privileges.

2.5 The Directors shall be approved from among the Active Members of the Association at the annual meeting, but in no case shall any person be eligible to serve as an Officer or a Director unless he/she is an employee of the Firm he/she represents or an Executive Officer thereof. An Executive Officer shall mean a Corporate Officer or Manager; a person holding an important position in an Executive capacity with discretionary authority; or a person acting as

the local agent or Branch Representative of a Member Corporation. However, at all times, at least two (2) members of the Board of Directors shall be from the counties of Restigouche, Gloucester or Northumberland.

2.6 The Officers and Directors shall serve for the term of one year, from the date of their election, or until their successors shall be appointed, respectively, and shall conduct the affairs of the next annual meeting following their election.

2.7 The Officers and Directors, with the exception of the President, shall serve without remuneration.

2.8 The position of an Officer or Director shall ipso facto be vacated:

2.8.1 If the firm he/she represents becomes bankrupt, or suspends payment or compounds with his creditors, or makes an assignment for the benefit of his/her creditors.

2.8.2 If the firm he/she represents ceases to be a member of the Association.

2.8.3 If, by notice in writing to the Association, he/she resigns from office.

2.8.4 If, without sufficient cause, is absent for more than 50% of scheduled meetings.

2.9 In the event of the death of an Officer or Director or his/her inability to act from any cause whatsoever, or in the case of other casual vacancies in the Board of Directors, the same may be filled for the unexpired term by the other members of the Board of Directors at a Meeting with a quorum present from among the Active Members of the Association.

2.10 The Board of Directors shall normally meet once each month, with a minimum of six (6) meetings to be held in each year, for the purpose of conducting the business of the Association. The Chair shall call additional meetings of the Board of Directors, if so requested in writing by five members of the Board. A quorum is required for any meeting to be held.

SECTION 3 QUORUM

3.1 A Quorum shall be determined as follows.

3.1.1 Five members of the Board of Directors present at a meeting thereof shall constitute a quorum of the said Board.

3.1.2 Ten members present at any General meeting of the Association shall constitute a Quorum.

3.1.3 A majority representation at any committee meeting shall constitute a Quorum.

SECTION 4 EXECUTIVE OFFICERS

4.1 The Officers of the Association shall consist of a Chair, First Vice-Chair, Second Vice-Chair, Third Vice-Chair, Past Chair and Secretary-Treasurer.

4.2 The Officers, except the Past Chair, shall be elected by the Board of Directors from within the Board of Directors at the first Board meeting following the Annual General Meeting.

SECTION 5 DUTIES OF OFFICERS

5.1 The Chair shall assume general supervision of the Association and its Board of Directors. He/she shall preside and preserve order at all meetings of the Association and of the Board of Directors. He/she shall sign all documents requiring the signature of the Chair, and perform all other duties that are usual for such an officer.

5.1.1 He/she shall be a member ex officio of all committees, both regular, and special.

5.2 In the absence of the Chair, the First Vice-Chair shall perform such duties as the Chair would otherwise perform, and in the absence of the Chair and First Vice-Chair, then the Second Vice-Chair shall perform the said duties, and in the absence of the First and Second Vice-Chairs, then the Third Vice-Chair shall perform the said duties. All three Vice-Chairs may serve on, or chair, one or more of the Association committees.

5.3 The Secretary/Treasurer shall be custodian of all funds of the Association. He/she shall ensure that all transactions of the Association are carefully accounted for, and shall make full report of the same to the Board of Directors. The Secretary/Treasurer of the Association shall also ensure that accurate minutes of all proceedings, which take place at meetings of the Board of Directors are kept.

5.3.1 He/she shall submit a report to the Board of Directors from an Auditor whose appointment shall be made in accordance with Section 7 of the Association By-Laws.

5.3.2 He/she shall, with the Chair and First Vice-Chair, be authorized to sign cheques and attend to all banking arrangements.

SECTION 6 POWERS OF THE BOARD

6.1 Without limiting the generality of the powers of the Board provided under The Companies Act of the Province of New Brunswick, the Board shall have the following powers:

6.1.1 They shall have the power to hold real estate and property on behalf of the Association.

6.1.2 They shall have the power to employ or discharge, and fix the compensation of all persons appointed to perform any duty for them.

6.1.3 They shall have the power to pass and approve payments of all accounts.

6.1.4 They shall have the power to determine and fix the annual dues of the Association.

6.1.5 They shall have the power to borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary. They may hypothecate, mortgage, charge or pledge any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings or franchises of the association, to secure any such bonds, debentures, stock or other securities or any liability of the Association.

SECTION 7 AUDITOR

7.1 An auditor or firm of Auditors shall be engaged to make an annual audit of all accounts, books and vouchers of the Association and shall submit same to the Board of Directors through the Finance and Audit Committee Chairman in time for the Annual Meeting.

SECTION 8 MEETINGS

8.1 The Annual Meeting of the Association shall be held at such time and place as may be decided from time to time by the Board of Directors, provided, however, that such meeting is held during the month of January or February of each year. Five days notice of the Annual Meeting shall be given in the manner hereinafter set out or in such other manner as may be decided from time to time by a General Meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any Annual Meeting.

8.2 The Chair shall, and upon requisition made in writing by any ten or more members stating in the requisition the nature of the business to be brought before the meeting, shall convene a special general Meeting of the Members upon three clear days notice to be given as herein under provided but only the business mentioned in the notice calling the meeting shall be considered.

8.3 All notices of meetings required to be given by the By-Laws of the Association shall be sufficiently given if sent by prepaid letter mail addressed to the member at his address on record in the books of the Association. It shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the Post Office. Also, notices shall be considered sufficiently given if sent by electronic transmission, either by facsimile or by email, to the member to the member's facsimile number or email address on record in the books of the Association

8.4 Electronic meetings of the Board of Directors are recognized as being a legitimate means of the Board conducting its business. Electronic meetings of the Board shall be conducted in accordance with the By-Laws of the Association.

SECTION 9 VOTES

9.1 Until otherwise determined by special resolution every active member shall have one vote.

9.2 At every meeting of the Association a resolution put to vote at the meeting shall be decided by a show of hands by a majority of the members present entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded. Unless a poll be demanded, a declaration by the chairman that a resolution has been carried, or has been carried by a particular majority, or has been lost, shall be conclusive, and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence thereof without proof of the number or proportion of votes recorded in favor of or against the resolution.

9.3 If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

9.4 In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a casting vote in addition to any vote which he may have as a member or as a proxy for a member.

SECTION 10 PROXY

10.1 Votes may be given either personally or by proxy and the instrument appointing a proxy shall be in writing under the hand of the appointed, or if such appointer is a corporation under its corporate seal, and shall be attested by at least one witness. Members may only appoint as proxy, members of the Association, or persons in their employ.

SECTION 11 COMMITTEES

11.1 The Chair, within two weeks following his election shall appoint the following standing committees, viz: Membership, Finance and Audit, Labour Relations, Public Relations/Entertainment, CANB, Bid Depository, Constitution and By-Laws, Safety, Education, Personnel, Nominating and other Standing and Ad Hoc Committees as approved by the Board of Directors. Each committee shall have a Chairman appointed from the Board of Directors, who shall in turn appoint other members of the Association, as required, to assist in the particular duties of the Committee.

11.2 The Membership Committee shall consider and act on all applications for membership in the Association. It shall be its duty to obtain new members for the Association.

11.3 The Finance and Audit Committee shall prepare a budget for the ensuing year and shall present same to the Board of Directors for approval prior to the Annual Meeting, and to assist the Board in determining the fees for the year. It shall supervise the expenditures of the Association as it sees fit. It shall present a finance report at all monthly meetings of the Board of Directors.

11.4 The Labour Relations committee shall have the power to:

11.4.1 Negotiate, conclude and execute collective agreements on behalf of all members for whom the Association is accredited under the Industrial Relations Act of the Province of New Brunswick with such trade unions that the Association is at law entitled to enter into collective agreements with by virtue of such accreditation subject to approval from the Board of Directors.

11.4.2 Administer collective agreements entered into on behalf of its members.

11.4.3 Advise on grievances and to assist or represent a member in any arbitration or other matter or proceeding which is of interest or concern to the Association.

11.5 The Public Relations /Entertainment Committee shall promote the Association to the General Public, via Media, Public Functions related or not to the construction industry, and Educational bodies, as well as to arrange and conduct the various programs, entertainment, and social gatherings of the Association.

11.6 The CANB Committee shall represent the Association in all matters concerning the Construction Association of New Brunswick. It shall be the Association's voice at CANB meetings and functions. It shall report to the Board of Directors on matters concerning the Association brought forward at CANB meetings, and shall put forward, at the Board of Directors' direction, Association matters to CANB.

11.7 The Bid Depository Committee shall carry out all functions of the Construction Association of New Brunswick Bid Depository system on a Private, Provincial, and Federal level. It shall conduct all openings of the Bid Depository for the Association, and shall report to the Board of Directors. Any disputes, which may arise from a Bid Depository opening, will be referred to the CANB Bid Depository Committee.

11.8 The Constitution and By-Laws Committee shall ensure that the Association's Constitution and ByLaws are up to date in all respects. It shall propose amendments, as and when required for the best interests of the Association, which may be adopted as defined in Section 9 of the Constitution.

11.9 The Safety Committee shall report to the Association on all matters concerning occupational health and safety and report on all changes to the workers' compensation system, It shall represent the Association, as the Board of Directors directs, at hearings, meetings, and functions which are in the interests of the Association.

11.10 The Education Committee shall report on all available programs that would be of interest to the Association.

11.11 The Personnel Committee shall deal with all matters relating to staffing and compensation for Association employees. The Committee shall consist of the Chair as Chairman and the First and Second Vice Chairs as members.

11.12 The Nominating Committee shall present a list of candidates willing to serve on the Board of Directors for the coming year to the Annual General Meeting. The Past Chair, if available, would normally chair this Committee

SECTION 12 FEES AND DUES

12.1 The Annual dues of Active and Associate members shall be determined by the Board of Directors after the recommendations regarding same has been received from the Finance and Audit Annual dues are payable January 1 of each year.

SECTION 13 RESIGNATIONS

13.1 Should a member wish to withdraw or cancel his membership with the Association, he shall pay all dues to the Association and present his resignation in writing to the Board of Directors, but no such resignation shall be accepted until all such dues or indebtedness are paid up to the time of such resignation and until such time as the Membership Certificate has been returned. In no case will dues, fees or assessments be refunded to such a member.

SECTION 14 ARREARS

14.1 If any member shall fail to pay, his annual dues, or any special assessment within three months after same has become due, registered notice to his last known address shall be sent him by the Association, and if after such notice the fee or special assessment be not paid within thirty days, such member shall be suspended from all privileges of membership. The Board of Directors may, for cause deemed by it sufficient, extend the time for payment and for the application of these penalties, and may reinstate such member upon payment of all arrears. No member who is in arrears with his dues shall be entitled to vote.

SECTION 15 CANCELLATION OF MEMBERSHIP

15.1 If a member continues in arrears of membership fee, after registered notice has been given as required in section 14, and after the end of an extension of time for payment granted by the Board of Directors, if any, then the membership shall be cancelled.

15.2 The Board of Directors may cancel any membership for cause, or conduct or behaviour harmful to the interest of the Associations.

SECTION 16 INDEMNITY

16.1 The Association shall indemnify each member of the Board of Directors, or such other persons acting under the authority of the Association, for any liability that shall be incurred by those of the management of the Association business and acts done in good faith pursuant to these articles.